

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR

1401921

OMB APPROVAL					
OMB Number.	3235-0076				
Expires:	April 30, 2008				
Estimated average	burden				
hours per response	16.00				

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DATE	RECEIVED		

1 of 8

, i	UNIFORM LIN	IITED OFF	ERING EX	EMPTION		
Name of Offering (check if this is an amenda	ment and name has cha	nged, and indicate	change.)			
		Rule 505	⊠ Rule 506	☐ Section 4(6)	□ ULOB	
Enter the information requested about the issue Name of Issuer (ćr .	IDENTIFICATI				_ _
Homemade Pizza Company, L.L.C.			-		07066563	
Address of Executive Offices	(Numbe	r and Street, City,	State, Zip Code)	Telephone Number (mr	curoms vica coos)	
3439 N. Southport, Chicago, IL 60657 Address of Principal Business Operations	(Numbe	r and Street, City,	State, Zip Code)	(773) 529-5700 Telephone Number (In	chuding Area Code)	
(if different from Executive Offices) Brief Description of Business		~ a 		<u> </u>	·	—
Produce and distribute freshly frozen pizza.		- <u>-</u>	· · · · · · · · · · · · · · · · · · ·			
•	limited partnership, ab limited partnership, to	•	XI Other (plea	se specify) Limited Liabil		\
	Month	Year			PROCES	迚
Actual or Estimated Date of Incorporation or Org	ganization: 0 2	99	Actual	☐ Estimated	JUN 1 1 20)07
Jurisdiction of Incorporation or Organization (En	nter two-letter U.S. Pos CN for Canada; FN	tal Service abbrevi for other foreign	ation for State: jurisdiction)	IL	SFINANCIA	ıV ıL
GENERAL INSTRUCTIONS					<u> </u>	
Federal: Who khest File: All issuers making an offering of securities in reli	iance on an exemption under)	legulation D or Section 4	(6), 17 CFR 230,501 et	seq. or 15 U.S.C. 778(6).		
When To Pile: A notice must be filed no later than 15 days after th SEC at the address given below or, if received at that address after	he first sale of securities in the r the date on which it is due, or	offixing. A notice is det the date it was mailed b	med filed with the U.S.) y United States register	Securities and Exchange Commissi ed or certified mail to that address.	ioù (SEC) ou the carller of the date it is readive	al by the
Where to File: U.S. Securities and Exchange Commission, 450 Fil						
Copies Regulted: Five (5) copies of this notice must be filed with t	the SEC, one of which must b	manually signed. Any	copies not manually sig	ned must be photocopies of the ma	maily signed copy or bear typed or printed sig	phillufes.
Information Required: A new filing must contain all information the information previously applied in Parts A and B. Part E and C	requested. Amendments need the Appendix need not be illed	only report the name of with the SEC.	the issuer and officing,	any changes thereto, the informati	ion requested in Part C, and any material cham	ges from
Filling Fee: There is no federal filling five.	• • •				•	
State: This notice shall be used to indicate reliance on the Uniform Limi separate notice with the Securities Administrator in each state we accompany this form. This notice shall be filed in the appropriate.	there sales are to be, or have	oca made. If a state re	quires the payment of s	a fee as a precondition to the clair	n like the exemption, a fee in the proper amos	ust filo a mat shall
		ATTENT	TION			
Failure to file notice in the appropriate failure to file the appropriate federal no filing of a federal notice.					exemption is predicated on	the

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB

CHJ 56670512v1

SEC 1972 (5-05)

control number.

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partities of partities hip issuers.

Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	2 Executive Officer	☑ Director (Manager)	General and/or Managing Partner
ull Name (Last name first, if	individual)			1,7,0,1,0,0,7	- Managen R L at the
osse, Eric					
Susiness or Residence Addres	(Number and Stre	ect, City, State, Zip Code)			
430 N. Southport, Chicago				·	
Check Box(es) that Apply:	☐ Promoter	⊠Beneficial Owner	☐ Executive Officer	☑ Director (Manager)	☐ General and/or Managing Partner
ull Name (Last name first, if	individual)			(IVIAIIARCA)	Managing Pating
Rutledge, John W.					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
1430 N. Southport, Chicago	. II. 60657				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)			(Manager)	Managing Partner
Kalt, David	,				
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			
3430 N. Southport, Chicago	. II. 60657				
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or
full Name (Last name first, if	individus!)			(Manager)	Managing Partner
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3430 N. Southport, Chicago		Ci Danafaid Onne	Executive Officer	CI Discotor	E Control and/on
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Full Name (Last name first, if	individual)				
Deutsch, Glena					
Business or Residence Addres	ss (Number and Stre	eet, City, State, Zip Code)			
3430 N. Southport, Chicago	L 60657				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	D Executive Officer	⊠Director (Menager)	☐ General und/or
Full Name (Last name first, if	individual)			(Manager)	Managing Partner
Lowitz, Josh	•				
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)			
3430 N. Southport, Chicago	11.60657				
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, if	individual)	<u> </u>		(Manager)	Managing Partner
•	·- ·,				
Rand, James Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)	 		
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3430 N. Southport, Chicago		se blank sheet or convend in	se additional copies of this shee	et, as necessary)	

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠Director .	☐ General and/or
Full Name (Last name first, it	f individual)			(Manager)	Managing Partner
Schatz, Noah					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
3430 N. Southport, Chicago	o. IL 60657				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	Director (Manager)	☐ General and/or Managing Partner
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3430 N. Southport, Chicago	o. IL 60657				
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

⁽¹⁾ Minimum investment for new investors.

1.	Enter the aggregate officing price of securities included in this offering and the total amount alread sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this bo I and indicate in the columns below the amounts of the securities offered for exchange and alread exchanged.	X				
	Type of Security	Aggreg Offering		An	nount Aire: Sold	ady
	Debt	S Ontoing	1100	2	3014	
	Equity	\$		•—		—
	□ Common □ Preferred					
	Convertible Securities (including Warrants)	c		•		
	• • •	,		•—		
	Partnership Interests	\$ 2,000,000		S	00,000	_
	Total.	\$ 2,000,000				—
	10131.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	3 <u>2,000,000</u>		4 <u>./.</u> /	00,000	
2.	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "0" if answer is "none" or "zero."	te				
			>	_	Aggregati	
			Number Investors	-	ollar Amo of Purchasi	-
	Accredited Investors		36		2,000,000	~~
	Non-actredited Investors				-0-	
	Total (for filings under Rule 504 only)			s		
	Local (101 marks where Acute 204 only)	P.11001-101-101-101-1		•_	1.772	
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to data, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	st	ype of	T	Dollar Amo	ment
	Type of offering		ecurity	•	Sold	June
	Rule 505		N/A	\$_	_N/A	
	Regulation A		N/A	\$_	N/A	
	Rule 504		N/A	\$_	N/A	
	Total		N/A	\$_	N/A	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is no known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees.	ne ort	E	1 .	S	
					? S	
	Printing and Engraving Costs		_			
	Legal Foca				5 5	
	Accounting Fees				' t	
	Engineering Fees				'	
	Sales Commissions (specify finders' fees separately)				t 10.000	
	Other Expenses (identify) Miscellaneous Fees and Expenses		_		\$ 10,000 • 10,000	
	Total	***************************************		9	\$ 10,000	

5.	the "adjusted gross proceeds to the issuer. Indicate below the amount of the adjuste used for each of the purposes shown. If estimate and check the box to the left of the adjusted gross proceeds to the issuer set.	ed gross proceeds to the issuer used or proceeds to the amount for any purpose is not known a capital of the payments list.	oposec n, fun	i to be nish an t equal		\$_1,990,000_
		• • • • • • • • • • • • • • • • • • •		Payments to Officers, Directors & Affiliates		Payments to Others
S	alaries and Fees			\$		\$
P	urchase of real estate	fobes may a suit a fortigrace make many many reput processed this maps possessed to consider the construction of the construct		<u>\$</u>		\$
F	urchase, rental or leasing and installation o	of machinery and equipment		\$		\$_500,000
(Construction or lease of plant buildings and	facilities	Þ	S		\$
o is R V	Acquisition of other businesses (including the other businesses) (on of new stores	0	\$SSSS		\$
T	otal Payments Listed (column totals added)		⊠\$ <u>1,990</u>	.000_	
gnature c	has duly caused this notice to be signed constitutes an undertaking by the issuer to any non-accreding the second furnished furnished the second furnished	furnish to the U.S. Securities and Exch	on. If	this notice is filed u	nder Ri	ule 505, the following
Issuer (Pr	int or Type)	Signature				Date
•	ide Pizza Company, L.L.C.		رر			5/20/07
	Signer (Print or Type)	Title of Signer (Print or T)	pe)			1-410
	- · · · · · · · · · · · · · · · · · · ·	1				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Ç. F.	The second of the second secon	فللفريث ملاحلة	SCI.
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes 	No ⁽²⁾

See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has ready this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

THE FOREGOING UNDERTAKINGS AND REPRESENTATIONS ARE PROVIDED AND SHALL BE ENFORCEABLE AGAINST THE ISSUER ONLY TO THE EXTENT THAT SUCH UNDERTAKINGS AND REPRESENTATIONS ARE REQUIRED TO BE MADE AFTER APPLICATION OF THE NATIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996.

Issuer (Print or Type)	Signature	Date
Homemade Pizza Company, L.L.C.	_ 511_	5/21/07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Eric Fosse	President	

(2) Not applicable for Rule 506 offerings.

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

